



Telecom North America, Inc.
2654 W. Horizon Ridge Parkway, Suite B5-143
Henderson, NV 89052-2858
&
G3 Telecom USA Inc.
1039 McNicoll Avenue
Toronto, Ontario, M1W 3W6

Federal Communications Commission Wireline Competition Bureau PO Box 979091 St. Louis, MO 63197-9000

Re: Joint Application of Customer Base Transfer of Telecom North America Inc. and

G3 Telecom USA Inc.

To Whom It May Concern:

Enclosed for filing is the Joint Application for Authorization of a Customer Base Transfer submitted on behalf of Telecom North America, Inc. and G3 Telecom USA Inc. A Remittance Advice Form 159 with credit card payment information in the amount of \$1,130.00 is enclosed with this filing.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to sthomas@tminc.com. Thank you for your assistance in this matter.

Sincerely,

/s/Sharon Thomas

Sharon Thomas
Consultant to G3 Telecom USA Inc.

Tracey Wilson - WCB (Email Tracey. Wilson@fcc.gov)

Myrva Charles - WCB (Email Myrva, Charles@fcc.gov)

Jodie May - WCB (Email Jodie.May@fcc.gov)

Dennis Johnson - WCB (Email Dennis.Johnson@fcc.gov)

Inder Saini - G3 Telecom USA

file: G3 Telecom USA - FCC - Other

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ST/im

cc:

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE FORM 159

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2654 W. Horizon Ridge Parkwa	y							
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CERTIFICATION STATEMENT	SECTION D	- CERTIFIC	HON					
I. Sharon Thomas								
the best of my knowledge information and belief. January 4, 2016								
SIGNATURE DATE								
SECTION E - CREDIT CARD PAYMENT INFORMATION								
MASTERCARD VISA DISCOVER								
ACCOUNT NUMBER EXPIRATION DATE								
Thereby authorize the PCC to charge my/crodit card for the service (s) authorization herein described. January 4, 2016								
SIGNATURE DATE DATE								

Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

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In the Matter of the Joint Application of	
Telecom North America Inc., Assignor and G3 Telecom USA Inc., Assignee) File No. ITC-ASG-2016)
For Authority pursuant to Section Section 214 of the Communications Act of 1934, as amended, to Complete an Assignment of Assets of Authorized Domestic and International Section 214 Carriers))))

JOINT APPLICATION

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §63.04 and §63.24, Telecom North America Inc. ("Telna" or "Assignor") together with G3 Telecom USA Inc. ("G3" or "Assignee") (collectively the "Applicants") hereby seek authority to assign certain assets, specifically a subset of Telna's customer base, to G3. This application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau. Applicants submit that the grant of this Application will serve the public interest.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Assignor

The Assignor is Telecom North America Inc., a domestic company incorporated under the laws of the state of Nevada. It is authorized pursuant to ITC-214-20031031-00499 to provide International Global or Limited Global Facilities-Based and Resale Service (DA No. 03-3878)¹. In addition to its international services, it provides domestic resold interexchange services throughout the United States. It is currently owned by the following:

- o Knowroaming, LDT (50%), a Canadian company
- o Mr. Herve Andrieu (25%), a French citizen,
- Mr. Johannes (Jean) Gottschalk (25%), a German citizen.

Under a pending transfer of control application, File No. ITC-T/C-20150501-00117, Telna proposes to transfer Mr. Andrieu's ownership share to Knowroaming, resulting in a 75% ownership share held by Knowroaming and a 25% share held by Mr. Gottschalk.

Telna is 100% owner of Telecom North America Mobile, Inc., a Nevada corporation that provides mobile services.

Since receiving its international 214 authority in 2003, Telna has undergone several ownership changes, including a transfer of control, File No. ITC-T/C-20090908-00409, granted on February 4, 2011 (DA No. 11-259), a proforma transfer of control, File No. ITC-T/C-20140219-00047, consummated March 5, 2014 (DA No. 14-307) and a transfer of control, File No. ITC-T/C-20140507-00148, granted on November 19, 2014 (DA No. 14-1725). It has a current transfer of control application pending, File No. ITC-T/C-20150501-00117, filed on May 1, 2015.

B. Assignee

G3 Telecom USA Inc. is a domestic company incorporated under the laws of the state of Delaware. It is authorized pursuant to ITC-214-20110311-00063 to provide International Global or Limited Global Resale Service. In addition to its international services, it provides domestic resold interexchange and interconnected VoIP services.

Pursuant to a transfer of control approved on May 4, 2015, File No. ITC-T/C-20140513-00150 (DA No. 15-585), G3 is now a direct wholly-owned subsidiary of Telehop Communications Inc., a publicly-held Canadian Corporation, incorporated under the laws of the Province of Ontario. Telehop provides resold long distance services and interconnected VoIP services within Canada and to international locations. Telehop is licensed by the Canadian Radio-television and Telecommunications Commission ("CRTC") as a Class "A" telecommunications carrier.

G3's parent, Telehop, has several wholly-owned subsidiaries, including International Telehop Network Systems Inc., Telehop Long Distance Service Ltd., Telehop Premium Business Services Inc., CardTel Corp., which are all Canadian companies, and a number of companies that were obtained as part of Telehop's purchase of G3 in 2014.² Neither Telehop nor any of its subsidiaries other than G3 operate as a carrier within the U.S. or hold any international 214 licenses.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Purchase Agreement ("Agreement") between the Joint Applicants, Telna proposes to sell a subset of its U.S. long distance customer base to G3, which will become the service provider for the U.S. resold long distance telecommunications services that the customers

². These include 7140282 Canada Inc., ALO Mobile Inc., ALO Telecom Inc. (all Canadian entities), and Ellora Philippines Inc. (incorporated in the Philippines). None of these companies operates in the U.S. and none hold international 214 licenses.

currently receive from Telna. The customers to be transferred are retail end users, predominantly residential, who currently purchase resold domestic (intrastate and interstate) and international long distance telecommunications services from Telna in the following 23 states:

State	Approximate No. of Customers		
California	4,346		
Colorado	291		
Florida	1,066		
Georgia	291		
Illinois	402		
Indiana	154		
Iowa	83		
Kentucky	73		
Maryland	449		
Massachusetts	289		
Michigan	254		
Montana	43		
Nevada	262		
New Jersey	355		
New York	822		
North Dakota	14		
Ohio	356		
Tennessee	120		
Texas	654		
Utah	90		
Virginia	408		
Washington	712		
Wyoming	19		

These customers represent Telna's entire long distance customer base in the respective states. Upon closing of the transaction, Telna will discontinue its intrastate, interstate and international resold long distance service offerings in those states.

The proposed transfer of control will have no adverse impact on Telna's customers who will continue to receive the same U.S. long distance services, under the same rates, terms and conditions of service following the transfer to G3. The Joint Applicants have notified all affected

customers of the proposed transfer (see Exhibit 1 for a copy of the customer notice), and have filed a Notification of the customer base transfer with the FCC pursuant to Section 64.1120(e) of the FCC rules. The Joint Applicants propose to close the transaction on or after February 1, 2016, pending required U.S. regulatory approvals, including that of the Federal Communications Commission.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction described above will serve the public interest. As noted above, the Transaction will have no negative impact on the customers served by Telna, who will continue to receive the same U.S. long distance services at the same rates, terms and conditions. G3 will notify the customers of any future changes in rates, terms and/or conditions of service consistent with applicable regulatory requirements. Based upon its experience in successfully providing resold long distance services to retail customers in the U.S. over the past four years, G3 is well qualified to serve the customers presently served by Telna and will be able to offer those customers additional service options.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) for both the Assignor and Assignee and (h)-(p) for the Assignee in support of this Application:

(a) Name, address and telephone number of each Applicant:

Assignor: Telecom North America Inc.

2654 W. Horizon Ridge Parkway Suite B5-143 Henderson, NV 89052 Tel: 702-777-2512

Assignee: G3 Telecom USA, Inc:

1039 McNicoll Avenue Toronto, Ontario Canada M1W 3W6 Tel: 416-499-5463

(b) Jurisdiction of Applicants:

Assignor: Telecom North America Inc. is a Nevada Corporation

Assignee: G3 Telecom USA Inc. is a Delaware Corporation

(c) Correspondence concerning this Application should be sent to:

Sharon Thomas
Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway
Suite 300
Maitland, FL 32751
Tel: 407-740-3031

Tel: 407-740-3031 Fax: 407-740-0613 sthomas@tminc.com

(d) Section 214 Authorizations

Telecom North America Inc. holds international 214 authority under File No. ITC-214-20031031-00499. Telna also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

G3 Telecom USA Inc. holds international Section 214 authority under File No. ITC-214-20110311-00063. Telna also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Information for Assignee

(h) G3 is a wholly-owned subsidiary of Telehop Communications Inc., which is a publicly-held Canadian corporation. The following individuals own or indirectly own at least ten percent of the equity of Telehop:

Mr. Rajan Arora 6 Tranvalley Crt. Toronto, Ontario Canada M3B 1C6 Citizenship: Canada Principle Business: Investor Ownership Interest: 24.79%

Mr. James Estill
23 Grange Street
Guelph, Ontario
Canada N1E 2T6
Citizenship: Canada
Principle Business: Investor
Ownership Interest: 17%

Telehop Communications Inc. is a foreign carrier (Canadian), but has no interlocking directorates with any other foreign carrier, other than its affiliated entities identified in Section II.B above.

- G3 is owned by Telehop, which is a foreign carrier, incorporated and operating in Canada, as described above.
- (j) G3 already provides international telecommunications services to Canada, where its parent company, Telehop, is a foreign carrier.
 - (k)(1) Canada is a Member of the World Trade Organization.
 - Not applicable.
- (m) G3 satisfies the requirements of §63.10(a)(3) for a presumption of non-dominance and therefore qualifies for regulation as a non-dominant carrier for the provision of international telecommunications service to Canada. G3's foreign parent, Telehop, lacks sufficient market

power in Canada to adversely affect competition in the U.S. market. Telehop does not own any transport facilities and does not provide local access services in Canada. Accordingly, Telehop has a 0% share of the international and local access markets in Canada. Accordingly, G3 meets the standard for presumptive classification as a non-dominant carrier under §63.10(a)(3).

- (n) Assignee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a; see also 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to §63.12(a)-(b). Although G3's parent company, Telehop, is a foreign carrier in a destination market (Canada), G3 qualifies for a presumption of non-dominance under §63.10(a)(3), for the reasons describe in Section V(m) above, and therefore satisfies the exemption provided under §63.12(c)(1)(ii). Furthermore, G3 satisfies the exemption set forth in §63.12(c)(1)(iii), because its affiliated foreign parent, Telehop, does not own facilities, other than mobile wireless facilities and switches, in Canada, the destination market. The provisions of §63.12(c)(2) do not apply to G3, because it does not have an affiliation with a dominant U.S. carrier. Moreover, in conjunction with its 214 Transfer of Control Application, File No. ITC-T/C-20140513-00150, G3 and its parent company, Telehop, were subject to a thorough review by the Executive Branch Agencies ("Team Telecom"). The Applicants therefore respectfully request that the Application be afforded streamlined processing.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to §63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in Section III above.
- (a)(7) The Assignor, Telecom North America Inc., offers resold domestic intrastate and interstate interexchange services throughout the U.S. The Assignee, G3 Telecom USA Inc. currently offers resold domestic interstate interexchange services throughout the U.S. and offers intrastate interexchange services in California, Georgia, Illinois, Michigan, Nevada, New Jersey, New York, Ohio, Texas and Virginia. Following the transfer, G3 will also offer intrastate interexchange services in Colorado, Indiana, Iowa, Kentucky, Montana, North Dakota and Wyoming.
- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee will have a market share in the interstate, interexchange market of less than 10 percent and will not provide competitive telephone exchange services or exchange access services. Further, neither of the Applicants is dominant with respect to any service.
- (a)(9) This Application (covering both the domestic and international transfer of control) is the only application being filed related to this transaction.
- (a)(10) No party is requesting special consideration because it is facing imminent business failure.
 - (a)(11) There are no waiver requests being sought in conjunction with the Transaction.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Commission approve the proposed Transaction as soon as possible.

Respectfully submitted,

/s/ Sharon Thomas

Sharon Thomas
Technologies Management, Inc.
2600 Maitland Center Parkway
Suite 300
Maitland, FL 32751

Maitland, FL 32751 Tel: 407-740-3031

Fax: 407-740-0613 sthomas@tminc.com

Consultant to Assignor and Assignee

Dated: January 4, 2016

VERIFICATION

Telecom North America Inc.

CANADA PROVINCE	OF ONTARIO))S.S.)	
I, M	ax Nokhrin, Treasurer o	Telecom North America Inc., make oath and sa	y that:
1.	I have read the fore	going Application; and	
2.	the facts stated ther	ein are true and correct to the best of my knowle	dge, information and belief.
		Max Nokhrin/ Treasurer	

SWORN/AFFIRMED BEFORE ME,

AL TORONTO

The Province of Ontario

My Commission expires:

UNLIMITER

VERIFICATION

CANADA PROVINCE OF ONTARIO

I, Rajiv Jagota, President of G3 Telecom USA Inc., make oath and say that:

- 1. I have read the foregoing Application; and
- 2. the facts stated therein are true and correct to the best of my knowledge, information and belief.

Rajiv Jagota President

G3 Telecom USA Inc.

SWORN/AFFIRMED BEFORE ME,

On this 21th Day of December 2015

The Province of Ontario

My Commission expires:



Ken Goldstein

KENNETH D. COLDSTEM PROFESSIONAL CORPORATION

OF GOLDSTEM PROFESSIONAL CORPORATION

AND GOLDSTEM PROFESSIONAL CORPORATION

TORONTO, ONTARIO MIT 3KG

TEL: 418-282-9414 FAX: 418-282-4503

ATTACHMENT 1

Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of the Joint Application of

Telecom North America Inc., Assignor and G3 Telecom USA Inc., Assignee

For Authority pursuant to Section Section 214 of the Communications Act of 1934, as amended, to Complete an Assignment of Assets of Authorized Domestic and International Section 214 Carriers File No. ITC-ASG-2016_____

Answer to Question 10:

Section 63.18(c)-Assignor and Assignee Contact Information

Assignor:

Mr. Max Nokhrin Treasurer Telecom North America Inc. 791-90 Eglinton Avenue East Toronto, Ontario Canada M4P 2Y3 416-824-7377 Max.nokhrin@telna.com

Assignee:

Mr. Rajiv Jagota
President
G3 Telecom USA Inc.
1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6
Tel: 416-494-5893
Email: rjagota@telehop.com

Dillari Hagorage totohop.com

Consultant for Assignor and Assignee:

Sharon Thomas, Consultant Technologies Management, Inc. 2600 Maitland Center Parkway, Suite 300 Maitland, FL 32751

Phone: 407-740-3031 Email: sthomas@tminc.com

Section 63.18(d) - Prior Section 214 authority

Neither Telehop Communications Inc. or G3 Telecom USA Inc. have previously received authority under Section 214 of the Act other than the existing authorization described herein that is the subject of this application (ITC-214-20110311-00063).

Answer to Question 11:

Section 63.18(h) - Assignee ownership

Mr. Rajan Arora 6 Tranvalley Crt. Toronto, Ontario Canada M3B 1C6 Citizenship: Canada Principle Business: Investor Ownership Interest: 24.79%

Mr. James Estill
23 Grange Street
Guelph, Ontario
Canada N1E 2T6
Citizenship: Canada
Principle Business: Investor
Ownership Interest: 17%

Answer to Question 12:

Assignee is owned by Telehop Communications Inc. which is a foreign carrier (Canadian), but has no interlocking directorates with any other foreign carrier, other than its affiliated entities identified in Section II.B of Attachment II to this Application. All of these entities have the same officers and directors as the Assignee.

Answer to Question 13:

Pursuant to a Purchase Agreement ("Agreement") between the Joint Applicants, Telna proposes to sell a subset of its U.S. long distance customer base to G3, which will become the service provider for the U.S. resold long distance telecommunications services that the customers currently receive from Telna. These customers represent Telna's entire long distance customer base in the respective states. Upon closing of the transaction, Telna will discontinue its intrastate, interstate and international resold long distance service offerings in those states. However, the Telna wishes to retain its international 214 authorization under File No. ITC-214-20031031-00499.

Answer to Question 14:

G3 a U.S. carrier, but is wholly owned by Telehop Communications Inc. which is a foreign carrier in Canada.

Answer to Question 15:

The Assignee, G3 Telecom USA currently provides international telecommunications services to Canada, where its parent, Telehop, is authorized to engage in the provision of international telecommunications service to the public and is, therefore, defined as a foreign carrier under 47 CFR §63.09(d).

Answer to Question 16:

G3 satisfies the requirements of §63.10(a)(3) for a presumption of non-dominance and therefore qualifies for regulation as a non-dominant carrier for the provision of international telecommunications service to Canada. G3's foreign parent, Telehop, lacks sufficient market power in Canada to adversely affect competition in the U.S. market. Telehop does not own any transport facilities and does not provide local access services in Canada. Accordingly, Telehop has a 0% share of the international and local access markets in Canada. Accordingly, G3 meets the standard for presumptive classification as a non-dominant carrier under §63.10(a)(3).

Answer to Question 20:

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to §63.12(a)-(b). Although G3's parent company, Telehop, is a foreign carrier in a destination market (Canada), G3 qualifies for a presumption of non-dominance under §63.10(a)(3), for the reasons describe in Section V(m) above, and therefore satisfies the exemption provided under §63.12(c)(1)(ii). Furthermore, G3 satisfies the exemption set forth in §63.12(c)(1)(iii), because its affiliated foreign parent, Telehop, does not own facilities, other than mobile wireless facilities and switches, in Canada, the destination market. The provisions of §63.12(c)(2) do not apply to G3, because it does not have an affiliation with a dominant U.S. carrier. Moreover, in conjunction with its 214 Transfer of Control Application, File No. ITC-T/C-20140513-00150, G3 and its parent company, Telehop, were subject to a thorough review by the Executive Branch Agencies ("Team Telecom"). The Applicants therefore respectfully request that the Application be afforded streamlined processing.